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*(a joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 0416)**

**(Stock Code of Preference Shares: 4615)**

## **SUPPLEMENTAL NOTICE OF DOMESTIC SHAREHOLDERS' CLASS MEETING**

**REFERENCE IS MADE TO** the notice of domestic shareholders' class meeting (the "**Domestic Shareholders' Class Meeting**") issued on 3 September 2019 (the "**Original Notice**") by Bank of Jinzhou Co., Ltd. (the "**Bank**") which sets out the special resolution to be considered by the domestic shareholders of the Bank (the "**Domestic Shareholders**") at the Domestic Shareholders' Class Meeting to be held at the meeting room of 34th Floor, No. 68 Keji Road, Jinzhou City, Liaoning Province, the People's Republic of China (the "**PRC**") on Friday, 18 October 2019 immediately after the conclusion of the 2018 annual general meeting of the Bank held on the same date or any adjournment thereof.

**SUPPLEMENTAL NOTICE IS HEREBY GIVEN** that the Domestic Shareholders' Class Meeting, which will be held as originally scheduled, will consider and, if thought fit, pass the following special resolutions in addition to the special resolution set out in the Original Notice. Apart from the amendments set out in this supplemental notice, all the information contained in the Original Notice remains valid and effective.

### **SPECIAL RESOLUTIONS**

2. To consider and approve, item by item, the following items of the proposal on the private placement of domestic shares of the Bank under a specific mandate:
  - (1) Class of shares and nominal value;
  - (2) Number of shares to be issued;
  - (3) Target places;
  - (4) Pricing methodology;
  - (5) Method of issue;
  - (6) Use of proceeds;
  - (7) Distribution of undistributed accumulated profit;
  - (8) Validity period of the issue plan;

3. To consider and approve the proposal on the authorization to the board of directors and the persons authorized by the board of directors to implement the private placement of domestic shares of the Bank; and
4. To consider and approve the proposed amendments to the Bank's articles of association consequential to the private placement of domestic shares of the Bank.

By order of the Board  
**Bank of Jinzhou Co., Ltd.\***  
**Zhang Wei**  
*Chairman*

Jinzhou, the PRC, 8 October 2019

*Notes:*

1. The Domestic Shareholders whose names appear on the domestic share register of members of the Bank on Wednesday, 18 September 2019 will be entitled to attend and vote at the Domestic Shareholders' Class Meeting.
2. Domestic Shareholders who are entitled to attend and vote at the Domestic Shareholders' Class Meeting may appoint one or more proxies to attend and, in the event of a poll, vote on their behalves. A proxy need not be a shareholder of the Bank.
3. The instrument appointing a proxy must be in writing under the hand of a Domestic Shareholder or his/her attorney duly authorized in writing. If the Domestic Shareholder is a legal person, that instrument must be executed either under its seal or under the hand of its director or other attorney duly authorized to sign the same.
4. In order to be valid, the revised form of proxy must be deposited to the Bank's registered address in the PRC, not less than 24 hours before the time for holding the Domestic Shareholders' Class Meeting (i.e. by Thursday, 17 October 2019 at 9:30 a.m.). If the revised form of proxy is signed by a person under a power of attorney or other authority, a notarially certified copy of that power of attorney or other authority shall be deposited at the same time as mentioned in the revised form of proxy. Completion and return of the revised form of proxy will not preclude Domestic Shareholders from attending and voting in person at the Domestic Shareholders' Class Meeting or any adjourned meetings should you so wish.
5. Domestic Shareholders shall produce their identity documents and supporting documents in respect of the domestic shares held when attending the Domestic Shareholders' Class Meeting. If corporate Domestic Shareholders appoints authorized representative to attend the Domestic Shareholders' Class Meeting, the authorized representative shall produce his/her identity documents and a notarially certified copy of the relevant authorization instrument signed by the board of directors or other authorized parties of the corporate Domestic Shareholders or other notarially certified documents allowed by the Bank. Proxies shall produce their identity documents and the revised form of proxy signed by the Domestic Shareholders or their attorney when attending the Domestic Shareholders' Class Meeting.
6. If a Domestic Shareholder has not yet returned the original form of proxy for the Domestic Shareholders' Class Meeting which was dispatched by the Bank on 3 September 2019 (the "**Original Form of Proxy**") in accordance with the instructions printed thereon, and wishes to appoint a proxy to attend the Domestic Shareholders' Class Meeting on his/her behalf, he/she is required to submit the revised form of proxy. In this case, the Domestic Shareholder shall not submit the Original Form of Proxy.
7. If a Domestic Shareholder has already returned the Original Form of Proxy in accordance with the instructions printed thereon, he/she should note that:
  - (a) If no revised form of proxy is returned by the Domestic Shareholder, the Original Form of Proxy will be treated as a valid form of proxy lodged by the Shareholder if duly completed. The proxy appointed under the Original Form of Proxy will also be entitled to vote in accordance with the instructions previously given by the Domestic Shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the Domestic Shareholders' Class Meeting (including the additional proposed resolutions as set out in this supplemental notice of the Domestic Shareholders' Class Meeting).

- (b) If the revised form of proxy is returned by the Domestic Shareholder at or before 9:30 a.m. on Thursday, 17 October 2019, the revised form of proxy will be treated as a valid form of proxy lodged by the Domestic Shareholder if duly completed and the Original Form of Proxy will be revoked.
- (c) If the revised form of proxy is returned by the Domestic Shareholder after the closing time as set out in the supplemental notice of the Domestic Shareholders' Class Meeting, the revised form of proxy will be deemed invalid. It will not revoke the Original Form of Proxy previously lodged by the Domestic Shareholder. The Original Form of Proxy will be treated as a valid form of proxy lodged by the Domestic Shareholder if duly completed. The proxy appointed under the Original Form of Proxy will also be entitled to vote in accordance with the instructions previously given by the Domestic Shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the Domestic Shareholders' Class Meeting (including the additional proposed resolutions as set out in the supplemental notice of the Domestic Shareholders' Class Meeting).
8. Domestic Shareholders who intend to attend the Domestic Shareholders' Class Meeting should complete and return the reply slip in writing by hand or by post to the registered address of the Bank in the PRC on or before Saturday, 28 September 2019.
9. The Domestic Shareholders' Class Meeting is expected to be held for less than half a day. Domestic Shareholders who intend to attend the Domestic Shareholders' Class Meeting shall arrange and bear their own transportation and accommodation expenses.
10. The registered address of the Bank in the PRC is as follows:
- No. 68 Keji Road  
Jinzhou City  
Liaoning Province  
The PRC
- Contact person: Liu Liguo  
Tel: 86-0416-3220001
11. Where there are joint registered holders of any domestic share(s), any one of such joint holders may attend and vote at the Domestic Shareholders' Class Meeting, either in person or by proxy, in respect of such domestic share(s) as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the Domestic Shareholders' Class Meeting or any adjourned meeting thereof (as the case may be), the most senior shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Bank in respect of the joint holding.

*As at the date of this supplemental notice, the board of directors of the Bank comprises Mr. Zhang Wei, Mr. Huo Lingbo, Mr. Wang Jing, Mr. Sun Jing and Ms. Wang Xiaoyu, as executive directors; Ms. Liu Hong, Ms. Gu Jie, Ms. Meng Xiao, Mr. Li Dongjun and Ms. Tang Fang, as non-executive directors; Mr. Choon Yew Khee, Mr. Lin Yanjun, Mr. Chang Peng'ao, Ms. Peng Taoying and Ms. Tan Ying as independent non-executive directors.*

- \* *Bank of Jinzhou Co., Ltd. is not an authorized institution within the meaning of the Banking Ordinance (Chapter 155 of the Laws of Hong Kong), not subject to the supervision of the Hong Kong Monetary Authority, and not authorized to carry on banking and/or deposit-taking business in Hong Kong.*